

Exhibit C

Definitions

"*Hart*" means Hart InterCivic, Inc., a Texas corporation.

"*Verity Access™*" means the audio tactile interface (ATI) controller created by Hart as an add-on component to a Verity Touch™ that facilitates the performance of voting activities by disabled voters, for example, by providing an audio ballot presentation and/or accepting inputs from adaptive switch mechanisms that facilitate interaction with disabled voters, as needed.

"*Verity Print™*" means the device created by Hart for purposes of on-demand ballot printing; this device creates a blank paper ballot from the poll worker's selection of the voter's ballot style or precinct on the Verity Print interface.

"*Verity Controller™*" is a polling place management console capable of interacting with one or more Verity Touch™ devices by transmitting and receiving signals that manage an election, e.g., by opening and closing the polls, providing or recording an audit trail of system events during an election, storing cast ballot data, and applying data security and integrity algorithms.

"*Verity Scan™*" means the Verity Scan™ device created by Hart, consisting of an in-person digital ballot imaging device. The single-feed scanner transports and scans both sides of a ballot simultaneously, and it is securely attached to a ballot box that provides for secure ballot storage and transport.

"*Verity Election Office*" means Hart InterCivic's software platform that can accommodate a variety of election administration applications and is designed for interoperability with Verity Voting Hardware and Software.

"*Verity Touch™*" means the Verity Touch™ electronic voting device created by Hart. Verity Touch devices consist of hardware including an electronically configurable voting station that permits a voter to cast votes by direct interaction, which voting station in its present configuration created by Hart comprises an electronically configurable touchscreen liquid crystal display (LCD) panel for use in displaying ballot images, and options for tactile input buttons that facilitate voter options for selecting ballot choices and casting a ballot.

"*Verity Touch Writer™*" means the device created by Hart for ballot-marking functions. Touch Writer creates a paper marked ballot from the voter's selections on the electronic interface or the Verity Access ATI controller.

"*Verity Voting*" means Hart InterCivic's family of voting system components designed to conform to federal voting system standards.

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Exhibit D

HART PROPRIETARY SOFTWARE AND SUBLICENSED SOFTWARE

Hart Proprietary Software Licensed to Customer via annual subscription may include the following. Actual software and firmware licensed is indicated in the quote or response associated with this Agreement:

[illegible]

Licensed Location is the jurisdiction named on the signature page of this Agreement. Any future releases or updates to the software versions listed above will be documented in Hart Release Notes and Version Verification documents. Such releases and updates shall be considered Hart Proprietary Software licensed under this Agreement.

Software Sublicensed to Customer via annual subscription:

None

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From: Christy Eason <FIRST ORGANIZATION/EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/RECIPIENTS/6CEC817386174EFFF6A05B7E8344F579-CHRIS>
Sent: 1/19/2018 9:58:05 AM -0700
To: Trey Duhon <t.duhon@wallercounty.us>; Alan Younts <a.younts@wallercounty.us>
Subject: RE: RE: Hart - follow up

Of course I have no knowledge of the budgetary/financial conditions however, I do know of the great need to obtain voting equipment sooner than later. As I have said previously, we continue to lease additional machines due to not having enough to accommodate each polling location especially with the increase in early voting locations and not being able to use a machine in early voting and then again on election day. The upcoming primary election should tell what we need to know in regards to how many machines were actually damaged with the water leaks. Of course my vote goes towards doing what we can to update our very "ageing and worn out" system. I am also aware of the great cost that comes with it.

Does that help?

Christy A. Eason

Waller County Elections Administrator

816 Wilkins Street

Hempstead, Texas 77445

979-826-7643

c.eason@wallercounty.us

From: Trey Duhon

Sent: Friday, January 19, 2018 10:44 AM
To: Alan Younts <a.younts@wallercounty.us>; Christy Eason <c.eason@wallercounty.us>
Subject: Fwd: Hart - follow up

Alan & Christy

Below is an email from Ken Trethewey at Hart. He has been trying to get a meeting with us for a month or so.

I tried to get Cindy to schedule for all of us to meet with him but our schedules have not worked out to date. He showed up yesterday and met with me after the workshop. In a nutshell, Hart did not make their sales goals in the last quarter of 2017. As a result, they are discounting a lot of services and giving a discount on new machines.

Attached is some info. With the various discounts they are giving, it would save us several thousands of dollars a year in service fees and software licensing.

I explained to him that right now we have potential bond sales pending so anything that affects our credit position would be a long shot, especially if this is financed.

He said these discounts would be contingent on getting a signed deal by the end of this month, which would require us to have this on the agenda for 1/31.

Obviously this is not budgeted. Clearly we do have reserves that could go towards this but I don't think there's a way to get those reserves into the current budget.

I'm just bringing all of this to your attention. If it's a pipe dream, that's fine, but it is an opportunity to save some money for something that is going to have to be done. I think the savings on the machines is 8% in addition to the discounted services.

Thoughts??

Trey Duhon

Waller County Judge
836 Austin Street, Ste 203
Hempstead, Texas 77445
(979) 826-7700 phone
(979) 826-2112 fax

Begin forwarded message:

From: "Trethewey, Ken" <KTrethewey@hartic.com>
Date: January 19, 2018 at 6:55:14 AM CST
To: Trey Duhon <t.duhon@wallercounty.us>
Subject: Hart - follow up

Good morning Judge,

Thank you very much for your valuable time yesterday on a busy day! I just wanted to synopsise for your reference what I hope I communicated in our meeting, and provide you some additional points to consider as you weigh the option to take advantage of this opportunity.

- I have attached a budgetary quote (no discount, 30-day standard expiration) updated from the 2016 quote. It does not contain the election programming software, and thus the annual fee for this system is only \$23,481 (as opposed to the \$35,258 you are paying now). I can offer an 8% discount, plus half price on the extensive implementation services package (and additional discount of \$12,000), plus free programming for your first three elections, plus on-site Election Day support for the first three elections, if we can get a quote signed by Jan 31. (Sorry for the short runway, but holidays, conferences, weather and health issues have all conspired to delay our conversation about this until yesterday!) I can provide a Government Capital quote for you for any number of years you like, with the first payment not due until March of 2019, and/or you can shop for financing wherever you prefer.
- If Waller County would like to continue to program their own ballots, that would add \$30,000 to the price of the system quoted here, and \$6000/year to the annual license fee (so it would still be lower than your current fee).
- Waller County's equipment, like all the equipment in Texas purchased with the HAVA funds and in use ever since, was designed in the early 2000s, and certified to the 2002 federal

standards. Fifteen years is an eternity in technology, and it is time for all of those old systems to be refreshed (after which refresh, Waller County will be set for another 15 years). Counties all over the state and around the country are refreshing those old systems now. There is a lot of concern about security in elections these days, and old technology is inherently less secure than current technology. At some point, the TX SOS will de-certify the systems certified to the 2002 standards. The fact of the flood damage your equipment sustained is an additional concern for Waller County specifically.

- Your voters will enjoy the fact that the new equipment will respond to them as they expect: they can touch the screen to mark their choices, change the font size and/or screen contrast, change the language, etc. None of these is possible with the old system, and when they touch the screens now, nothing happens. The lines will move faster as voters touch the screen rather than turning the wheel.
- Your poll workers will be overjoyed with the new system, as any of the Verity counties can attest. All of their operations have been greatly simplified, including voting device monitoring, power source management, printer paper changes, curbside voting, provisional ballots, daisy chaining, etc. They will finish earlier, and therefore you will get your election results sooner. In fact, poll workers respond so favorably to the new system that a demo to poll workers with the commissioners in the room has come to be the most effective sales tactic I have found.
- Your elections staff will have much less warehouse work to do, since there is no required back ups or resets of the new equipment, and will enjoy many improvements and efficiencies over the old technology. They will also enjoy a significant amount of training and on-site support from Hart.
- The May election is a lower stress, lower turnout election than the gubernatorial, and is therefore a good election for training the staff, poll workers and voters on a new system.

I understand that this is a long shot, especially with all the projects Waller County is juggling right now. But it is a good opportunity for you to solve a problem that will have to be solved, and I will make myself available for a poll worker demo, meetings with individual commissioners, a commissioners workshop, or whatever you might need to try to make it happen. If you do decide to try to move forward, please let me know, and I will get you a formal quote with a Jan 31 deadline and the incentives described above. Thanks,

Ken

Ken Trethewey

Director of Sales

Hart InterCivic

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